



PETRONAS DAGANGAN BERHAD

INVESTOR RELATIONS GUIDELINE

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1.0 INTRODUCTION

- 1.1 As a public listed company, PETRONAS Dagangan Berhad ("PDB" or "Company") is committed to engage, communicate and build a professional relationship with its shareholders, the financial community and other stakeholders through a structured Investor Relations Programme ("the Programme").
- 1.2 The objectives of the Investor Relations Programme are to fairly and accurately represent the Company, so that investors and potential investors can make properly informed investment decisions and have a balanced understanding of the Company and its objectives.
- 1.3 This Investor Relations Guideline sets out the manner in which the Investor Relations Programme will be executed, and the internal procedures related to the Programme activities.
- 1.4 In the formulation of this Guideline reference was made to the following:
 - 1.4.1 The Malaysian Code on Corporate Governance, published by the Securities Commission;
 - 1.4.2 Corporate Governance Guide – Towards Boardroom Excellence, published by Bursa Malaysia;
 - 1.4.3 Investor Relations Put Into Practice, published by Bursa Malaysia.
 - 1.4.4 Powering Business Sustainability – A Guide for Directors, published by Bursa Malaysia;
 - 1.4.5 Corporate Governance at PETRONAS, published by PETRONAS Annual Report;
 - 1.4.6 Bursa Malaysia Securities Berhad ("Bursa Malaysia") Main Market Listing Requirement ("the MMLR"), published by Bursa Malaysia; and
 - 1.4.7 PDB Corporate Disclosure.
- 1.5 This Guideline adopts PDB's Investor Relation Policy commitment based on the following principles:-
 - 1.5.1 **Transparent**
Ensure all material information will be released, whether it is favourable or not, in a balanced and fair manner that is not misleading;
 - 1.5.2 **Consistent**
Ensure all stakeholders will received the same information; only formats may differ depending on audience and forum;

1.5.3 **Accurate**

Ensure all information should be complete and accurate when released and any material errors or omissions will be immediately corrected and clarified;

1.5.4 **Non-Selective**

Ensure equality of access to material information will be achieved through broad public dissemination; no stakeholder will be given undisclosed material information in any form;

1.5.5 **Timely**

Ensure all material information will be released as soon as it is known, unless there are exceptional, legitimate reasons to withhold, which will be no longer than absolute necessary; and

1.5.6 **Coherent**

Ensure all information will be presented in a clear, factually accurate manner, avoiding ambiguity, jargon, legal and technical terms where possible.

1.6 The Investor Relations Policy is approved by the Board of Directors of PDB, and is applicable to the Board of Directors and all staff of PDB.

1.7 The Guideline will be reviewed on an annual basis by the Investor Relations Team, and recommended amendments, if any, will be submitted for approval by the MD/CEO to ensure relevancy and effectiveness of the Guideline in achieving the Investor Relations Programme objectives.

1.8 In the event of changes to external factors impacting the credence of the Guideline, a special review may be exercised and a submission to amend the Guideline presented to the MD/CEO for approval.

1.9 This Guideline should be read in conjunction with the PDB Investor Relations' Policy which is amended on 20 August 2018.

2.0 SCOPE

- 2.1 This Guideline applies to all of PDB's employees.
- 2.2 This Guideline covers material information as defined under Section 3.0 of this Investor Relations Guideline.
- 2.3 The audience of "shareholders, the financial community and other stakeholders" are wide. The Company recognises this to include the following and not limited to:
 - 2.3.1 Shareholders and prospective investors;
 - 2.3.2 Analysts, fund managers and investment banks;
 - 2.3.3 The financial press and other media;
 - 2.3.4 Government and regulators;
 - 2.3.5 Business partners and service providers; and/or
 - 2.3.6 Other organisations and special interest group.

3.0 MATERIAL INFORMATION

- 3.1 Material information is information that is reasonably expected to have a material effect on the:
 - 3.1.1 Price, value or market activity of any of the Company's securities; or
 - 3.1.2 Investors' decision in determining their choice of action.
- 3.2 Bursa Malaysia has provided examples of events which may require immediate disclosure. This events include:
 - 3.2.1 Mergers and acquisitions, major business deals and major loss of business;
 - 3.2.2 Major change in shareholding affecting the control of the Company;
 - 3.2.3 New issues of securities by the company or a change of terms for existing securities;
 - 3.2.3 Information on dividends;
 - 3.2.4 Significant changes in the Company's business, strategy or investment plans;
 - 3.2.5 Major restructuring of the company;
 - 3.2.6 Material litigation and court decisions;
 - 3.2.7 Company borrowings;
 - 3.2.8 Quarterly financial results;
 - 3.2.9 Annual audited accounts;
- 3.4 Materiality of the information can be a subjective assessment and it is important that the Company takes into account other relevant factors such as:
 - 3.4.1 The anticipated impact of the information on the Company's entire scope of activities;
 - 3.4.2 The anticipated impact of the information on the Company's financial position or performance; or
 - 3.4.3 The relevance of the information on the factors that determine the price of the Company's securities.
- 3.5 The approving authority for the disclosure of material information by the designated spokespersons is the Board of Directors, as recommended by the Investor Relations Team in consultation with the designated spokespersons.
- 3.6 All Material Information to be disclosed must be accompanied by a legal disclaimer as deemed appropriate by the Legal and Corporate Secretariat Division.

3.9 Material Information that has explicitly been publicly disclosed may be further disseminated at the discretion of the respective spokespersons. The designated spokespersons shall be accountable for all other non-Material Information disclosed at any engagement platforms.

4.0 CONFIDENTIALITY OF MATERIAL INFORMATION

- 4.1 To protect the confidentiality of information, access to information should be restricted only to those persons (employees, or third parties) which have a legitimate need for the information consistent with their duties or obligations to the Company.
- 4.2 Under the MMLR, there are exceptional circumstances which may permit PDB to withhold or delay disclosure of material information. Such circumstances are restricted to the followings:
 - 4.2.1 When disclosure would prejudice PDB's ability to pursue its corporate objectives;
 - 4.2.2 When the facts are in a state of flux; or
 - 4.2.3 Where company or securities laws restrict such disclosure.

5.0 INVESTOR RELATIONS COMMUNICATION AND ENGAGEMENT PROGRAMMES

5.1 The investor relations communication and engagement programmes are developed, implemented, managed and reviewed by Head of Finance with the support from Investor Relations team. The programme will be executed under the counsel and purview of appointed Investor Relations Spokespersons.

5.2 PDB is committed to ensuring sustained shareholder engagements through the following platforms:

Engagement Platform		Minimum Frequency
5.2.1	Company's Annual Report	Once a year
5.2.2	Annual General Meeting ("AGM")	Once a year
5.2.3	Quarterly Analyst Briefings	Quarterly
5.2.4	Institutional Shareholders' Engagement Sessions	As necessary
5.2.5	Corporate Roadshows/Corporate Days/Investment Conferences	Twice a year
5.2.6	Company Website	Timely update
5.2.7	Extraordinary General Meeting ("EGM")	As necessary
5.2.8	Site Visit	Once a year

In additions to the commitments above, the Company will also respond to requests for ad-hoc meetings by analysts and institutional investors, as permitted by the investor relations' activity calendar and availability of Spokesperson(s).

5.2.1 **Company's Annual Report**

5.2.1.1 PDB's Annual Report shall be produced internally as a collaborative project led by the Investor Relations team, with assistance from other teams namely; Group Financial Accounting, Legal and Corporate Secretariat, Strategic Communication and Health, Safety and Environment Departments/Divisions.

5.2.1.2 As the Annual Report is a vital communication tool between the Company and its shareholders, the Company is committed to ensure that the information contained in the Annual Report is accurate and correct.

5.2.1.3 The Annual Report will be distributed to all the shareholders through Shareholders' Registrar prior Annual General Meeting. The content of the Annual Report, at a minimum, should meet the requirements of Part A of Appendix 9C of the MMLR. In preparing this Annual Report, the reference will also made to the following guidelines:-

- i. Companies Act 2016;
- ii. Malaysian Financial Reporting Standard;
- iii. International Integrated Reporting Council Framework;
- iv. The Malaysian Code on Corporate Governance of Securities Commission Malaysia; and
- v. Bursa Malaysia Sustainability Reporting Toolkits.

5.2.1.4 PDB will adhere to the submission and distribution guidelines of the Company's Annual Report to Bursa Malaysia and its shareholders as recommended by the Bursa Malaysia and Securities Commission Malaysia.

5.2.1.5 A copy of the Annual Report will also be posted on the Company's website, accordingly.

5.2.2 Annual General Meeting (AGM)

5.2.2.1 An AGM of the Company shall be held once every year at such time not being more than fifteen (15) months or such period as provided for in Section 143 of the Companies Act, 1965 (the "Act") after the holding of the last preceding AGM and at such place as may be determined by the Directors. All general meetings other than AGMs shall be called Extraordinary General Meeting ("EGM").

5.2.2.2 The AGM serves as the main engagement channel between individual shareholders and the Board of Directors of PDB.

5.2.2.3 The notice of the AGM shall be announced as per recommended by the Bursa Malaysia and Securities Commission Malaysia through an advertisement in at least one nationally circulated Bahasa Malaysia or English daily press newspaper and in writing to each Stock Exchange upon which the Company is listed.

5.2.2.4 The AGM will be held at a venue reasonably accessible to all shareholders.

5.2.2.5 Prior to the AGM, the Company shall prepare proposed response for questions that have been asked in advance by Minority Shareholders Watch Group ("MSWG") and/or shareholders and gather and prepare list of potential questions from other shareholders with the proposed responses.

5.2.3 Quarterly Analyst Briefings

5.2.3.1 PDB commits to holding quarterly Analyst Briefings each Financial Year, in conjunction with its quarterly Financial Results announcement to Bursa Malaysia either through a briefing or face-to-face meeting.

5.2.3.2 Invitations to the event will be sent to all Analysts and Institutions in the PDB database at least two (2) weeks before the event.

5.2.3.3 The Briefing shall be hosted by MD/CEO, CFO (Head of Finance) and designated Investor Relations Spokesperson.

5.2.3.3 Soft copy of the quarterly financial report and presentation material will be made available on the Company's website.

5.2.4 **Institutional Shareholders' Engagement Sessions**

5.2.4.1 Sessions with Analysts and institutional investors may be held individually or in groups, where a designated Spokesperson will host the meetings.

5.2.4.2 A minimum of two representatives (one of which must be designated Spokesperson) shall be presented at all meetings or conference call and salient discussion point on the conversation with analysts and institutional investors shall be documented.

5.2.4.3 On all of these sessions, due care must be exercised by all involved to ensure only information already in the public domain are discussed.

5.2.4.4 The Investor Relations team will be responsible for the presentation materials and contents, as well as liaison with analyst and institutional investors.

5.2.5 **Corporate Roadshows/Corporate Days/Investment Conferences**

5.2.5.1 PDB commits to participate in Corporate Roadshows or Corporate Day events that are deemed to be valuable and impactful in achieving the Investor Relations Programme objective at least twice each financial year.

5.2.5.2 PDB will be represented by the Investor Relations team and a designated Spokesperson at these events, during which a corporate presentation may be made available to the participating audience.

5.2.5.3 A copy of any such presentation material will be made available on the company website after the event.

5.2.6 **Company Website**

5.2.6.1 The Company will use its website as one of its primary communication conduits to enhance existing modes of disseminating information, but not as a substitute for existing modes.

5.2.6.2 Information to be included on the Company website shall include the following:-

- i. Email address, names(s) of designated person(s) and their contact numbers to enable the public to forward queries;
- ii. Announcements made to Bursa Malaysia including periodic financial statements and annual reports;
- iii. Information which may be relevant to the listed issuer's shareholders including analyst briefing;
- iv. circulars;
- v. notices and agenda of Annual general Meetings;
- vi. Minutes of General Meetings (which should include substantial and pertinent comments or queries from shareholders relating to the

- agenda of the meeting, and responses from the board and management);
- vii. Financial calendar/scheduled dates for quarterly reports and Annual General Meetings;
- viii. Materials for the External Meetings (such as slides, speeches, questions and answers); and financial highlights for the past 5 years;
- ix. Dividend policy
- x. Corporate structure;
- xi. Information on the board and senior management;
- xii. Details of foreign shareholdings based on latest available information;
- xiii. Stock trends/historical share price performance;
- xiv. Terms of references of the audit committee, nomination committee and remuneration committee; and
- xv. Any other company news for the general information of investors, the media or the public.

5.2.6.3 The content of the IR website shall be prepared and updated by the IR team and Strategy Communication Division, respectively in timely manner.

5.2.7 Extraordinary General Meeting (EGM)

5.2.7.1 The Board of Directors may, whenever they think fit, convene an EGM. EGM shall also be convened on the requisition of members holding not less than one-tenth of the paid-up capital. The requisitionists as provided by Section 144 of the Companies Act.

5.2.7.2 The results of the EGM will be announced to the Bursa Malaysia, followed by a Press Release to the local business media and news wires. A Press Conference may be called at the discretion of the Board of Directors.

5.2.8 Site Visit

5.2.8.1 The Investor Relations team will organise a yearly Investor Relations Visit to one of Company's facilities for key shareholders and the investment community. This is one of the platform for them to have better understanding of Company's business operations.

5.3 Closed Period

5.3.1 As prescribed by Chapter 14 of the MMLR, any "affected persons" must comply to the procedure during closed period should they wish to transact in the shares of the Company during this period.

Chapter 14 of the MMLR defines "affected persons" as a person who has access or is privy to price sensitive information in relation to the Company. For PDB's purpose this shall include, but is not limited to, the following:-

- i. PDB Board of Directors;
- ii. PDB Management;
- iii. PDB Employees;
- iv. Directors on the Board of PETRONAS;

- v. PETRONAS Downstream EXCO Committee Members; and
- vi. External/Internal Auditors

Closed or quiet period will commence 30 calendar days before the targeted date of announcement up to the date of the announcement of the quarterly financial results to Bursa Malaysia.

5.3.2 During closed period, the PDB Board of Directors, Management and Investor Relation team will not:-

- i. Initiate any contact with analysts and investors;
- ii. Respond to inquiry concerning financial performance; and
- iii. Participate in investment meetings or conferences organised by external parties.

5.3.3 However, the Investor Relations team will respond to factual matters and non-material or price sensitive queries.

6.0 ACCOUNTABILITY AND RESPONSIBILITY

- 6.1 The Board of Directors and MD/CEO are accountable for the approval and adoption of PDB's IR Policy and Guideline, respectively. The clauses in the Policy and Guideline herewith will be applicable to the Board of Directors, Management and all employees of PDB.
- 6.2 PDB has a clear structure for governance and daily management, providing a chain of accountability and responsibility for Guideline implementation, as follows:
 - 6.2.1 **Primary spokespersons** may communicate with all audience constituents, providing information, data and analysis and responding to questions concerning all aspects of the Company's operations and financial condition, its future prospects and its strategies.

They may also discuss matters relating to the Company's governance and management, as well as its products and services, and initiatives connected with the regulatory role of the Exchange, the general development of the securities market and its participants.

The Chairman and/or the MD/CEO are the Primary Spokespersons of the Company.

- 6.2.1 **Secondary Spokespersons** may only communicate with audience constituents in connection with their specific areas of responsibility within the Company and must exercise caution and refrain from participating in discussion outside of that scope or on any of the organisation's policy matters.

Direct Reports to the MD/CEO and Head of Investor Relations are the Secondary Spokesperson of the Company.

No other individuals may act as spokespersons for the Company.

7.0 INVESTOR RELATIONS SPOKESPERSON(S) AND COMMUNICATION AUTHORITY

7.1 The designated Spokespersons for PDB's Investor Relations matters in accordance to the organisation hierarchy are as follows:



7.2 No other person/s working within or outside PDB is authorised to represent the company on its Investor Relations matters or provide Material Information on behalf of the Company to the company's Investment Community or other stakeholders.

7.3 For release of announcement to Bursa Malaysia, it shall be in compliance with PDB Corporate Disclosure Guide.

8.0 RESPONSES TO AN UNAUTHORISED INFORMATION, EXTERNAL REPORTS, PUBLICATIONS, SPECULATION AND CRISIS COMMUNICATION

- 8.1 Any information procured from sources other than from the Investor Relations team and designated PDB spokespersons and / or communication collaterals distributed by PDB will be deemed unauthorised information that is not endorsed by the Company.
- 8.2 While PDB commits to ensuring accurate factual information in every engagement / communication with stakeholders, the Company does not guarantee any forward-looking calls or statements made by reporters / analysts resulting from the analysis of the information provided.
- 8.3 Any disclosure to Bursa Malaysia should, as far as practicable, contain minimal forward looking statements unless such analysis can be ascertained or is necessary to reflect the Company's future performance resulting from such event. The statements must be consistent with and complementary to the information provided in the announcement or the Annual Report.
- 8.4 Disclosure containing forward looking statement must be accompanied by a disclaimer cautioning the investing public that there are risks and uncertainties that could cause the actual result to differ from projected.
- 8.5 If analysts request the Company to review their report, the Investor Relations team would assist to guide on factual information in their reports based on previously disclosed information.
- 8.6 However, the Company will not:
 - 8.6.1 Guarantee any analyst report; or
 - 8.6.2 Endeavour to influence the opinions and conclusions of the analyst.
- 8.7 The Company may also circulate such reports internally to its Board and Management to assist them in understanding how the market and outsiders view the Company, but, the act of circulation, in no way, reflects the Company's endorsement of the said reports.
- 8.8 Where any Business Division becomes aware of a rumour or report, true or false, the affected Business Division should refer to the MD/CEO, senior management and the Company Secretary to ascertain whether :
 - 8.8.1 The rumour or report contains undisclosed material information; and
 - 8.8.2 Immediate disclosure is required to clarify, confirm or deny the rumour or report.
- 8.9 The Company may not be required to respond or clarify via Bursa Malaysia on such articles or reports if it considers the published information to be general in nature, unless if such information has impact on the price of its securities or affects investment decision. If the reports or articles are reasonably specific and has not been previously announced, the affected Business Division shall consult the MD/CEO to determine whether the information warrants announcement to Bursa Malaysia to

clarify, confirm or deny the report or rumour, or otherwise and update the Board, accordingly.

- 8.10 As a guideline, information which is considered as reasonably specific are:-
 - 8.10.1 Information which is capable of being identified, defined or explicitly expressed; or
 - 8.10.2 Information which is reasonably precise or certain
- 8.11 The Company may engage with Bursa Malaysia on the rumour or report and seek guidance on whether disclosure is required. Where an announcement to Bursa Malaysia is required, such announcement shall contain sufficient facts to support, clarify, confirm or deny the information contained in the report or articles.
- 8.12 In the event of a company crisis, the Investor Relations team should be part of the Crisis Communication team to ensure the following:
 - 8.12.1 Matters of material consequences to the Company's shareholders be appropriately written, endorsed by the Board of Directors and communicated to Bursa Malaysia and shareholders as deemed necessary; and
 - 8.12.2 All other information being communicated to external parties is vetted for misrepresentation that can potentially harm the Company's value.
- 8.13 In general, the Company will take a proactive approach to addressing erroneous reports and publications, and speculations with the objective of minimising irregular trading activities in the shares of the Company.

9.0 REPRESENTATION OF PETROLIAM NASIONAL BERHAD ("PETRONAS")

- 9.1 At any of the Company's Investor Relations events or engagement platform, members of the Company's Board of Directors and Leadership Committee, Spokesperson and Investor Relations team will represent the Company.
- 9.2 During these events, the representatives of PDB will not disclose information or respond to external queries related to PETRONAS or any other subsidiary / public-listed company within the Group, but may however, act as a liaison to direct external queries to the appropriate channels.

Approved by :



**Dato' Sri Syed Zainal Abidin
Syed Mohamed Tahir**

MD/CEO

Date : 20 August 2018